

File #8

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1171.
FILED, SEPTEMBER 10th, 1964.

WESTERN SURF INLET MINES LIMITED (Non-personal liability)

Full corporate name of Company
Incorporated under the Companies Act of the Province of British Columbia on May 29, 1933, as a specially limited mining company.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT Reference is made to previous
Filing Statement No. 697.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	This Statement is filed in respect to the Underwriting and Option Agreement dated September 2, 1964 made between Western Surf Inlet Mines Limited (Non-Personal Liability) (hereinafter called the "Company") and Bongard & Company, on behalf of clients, particulars of which are set out in Item 6 below.																													
2. Head office address and any other office address.	The head office address of the Company is 507 Stock Exchange Building, 475 Howe Street, Vancouver 1, B.C. The executive office address of the Company is Room 901, 159 Bay Street, Toronto 1, Ontario.																													
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<table><thead><tr><th>Office</th><th>Name and Address</th><th>Occupation</th></tr></thead><tbody><tr><td>President and Director</td><td>Paul H. McCloskey, 15 Kingsway Crescent, TORONTO 18, Ontario.</td><td>Mining Engineer</td></tr><tr><td>Vice-President and Director</td><td>A. D. Hellens, 27 Hill Crescent, SCARBOROUGH, Ontario.</td><td>Mining Engineer</td></tr><tr><td>Secretary and Director</td><td>D. W. Falconer, 4 Cluny Drive, TORONTO 5, Ontario.</td><td>Solicitor</td></tr><tr><td>Director</td><td>A. A. McCloskey, 288 York Mills Road, WILLOWDALE, Ontario.</td><td>Consulting Mining Engineer</td></tr><tr><td>Director</td><td>R. L. Segsworth, 23 Errington Avenue, TORONTO 7, Ontario.</td><td>Mining Engineer</td></tr><tr><td>Director</td><td>James C. Ralston, 507 - 475 Howe Street, VANCOUVER, B.C.</td><td>Solicitor</td></tr><tr><td>Director</td><td>H. P. McCloskey, 15 Kingsway Crescent, TORONTO 18, Ontario.</td><td>Executive</td></tr><tr><td>Assistant-Secretary</td><td>Dorene Stewart, 43 Century Drive, SCARBOROUGH, Ontario.</td><td>Bookkeeper</td></tr></tbody></table>			Office	Name and Address	Occupation	President and Director	Paul H. McCloskey, 15 Kingsway Crescent, TORONTO 18, Ontario.	Mining Engineer	Vice-President and Director	A. D. Hellens, 27 Hill Crescent, SCARBOROUGH, Ontario.	Mining Engineer	Secretary and Director	D. W. Falconer, 4 Cluny Drive, TORONTO 5, Ontario.	Solicitor	Director	A. A. McCloskey, 288 York Mills Road, WILLOWDALE, Ontario.	Consulting Mining Engineer	Director	R. L. Segsworth, 23 Errington Avenue, TORONTO 7, Ontario.	Mining Engineer	Director	James C. Ralston, 507 - 475 Howe Street, VANCOUVER, B.C.	Solicitor	Director	H. P. McCloskey, 15 Kingsway Crescent, TORONTO 18, Ontario.	Executive	Assistant-Secretary	Dorene Stewart, 43 Century Drive, SCARBOROUGH, Ontario.	Bookkeeper
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4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company is 3,000,000 class "A" common shares of the par value of 50¢ each of which 1,737,500 are issued and outstanding as fully paid and non-assessable shares.																													
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	There are no bonds, debentures, notes, mortgages, charges, liens or hypothecations of the Company outstanding.																													
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	See Schedule "A" on page 3.																													
7. Names and addresses of persons having any interest, direct or indirect in the underwritten and optioned shares of the Company, pursuant to the Underwriting and Option Agreement dated September 2, 1964 referred to in item 6 hereof are Matachewan Consolidated Mines Limited, aforesaid, Hellens Management and Development Company Limited, aforesaid, and Oliver Severn Gold Mines Limited, aforesaid. Five of the seven Directors of the Company are also Directors of Matachewan Consolidated Mines Limited.	<p>The Company is advised that A. D. Hellens, 27 Hill Crescent, Scarborough, Ontario, Mining Engineer, is the only person who holds more than a 5% interest in Hellens Management and Development Company Limited.</p> <p>Matachewan Consolidated Mines Limited and Oliver Severn Gold Mines Limited are each public companies and it is impractical to list the names of persons or corporations holding more than a 5% interest in either of said companies.</p>																													

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No payments in cash or securities of the Company have been made or are to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.										
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	During the coming year the Company proposes to carry out prospecting and examination work on the Company's mining claims located in the Townships of Whiteside and Enid in the Timmins area of the Province of Ontario, at a cost of not more than \$5,000, and if the results of such work justify same, will carry out geophysical surveys thereon and such further work as may be warranted. The proceeds from the sale of treasury shares of the Company as referred to in item 6 hereof, will provide the necessary funds for the above mentioned expenditures. The Company has agreed that no expenditure of funds derived from the aforesaid Underwriting and Option Agreement in excess of \$5,000 will be made except as afore-mentioned, without the acceptance of prior notice thereof by the Toronto Stock Exchange.										
10. Brief statement of company's chief development work during past year.	The Company was relatively inactive during the past year, but did grant an option to Anaconda American Brass Limited, Britannia Beach, British Columbia, to lease on a royalty payment basis from the Company 47 certain mining claims known as the "McVicar Group", located in the Squamish Area of British Columbia, with the further option to purchase the said mining claims at the price of \$750,000 payable out of royalties from production therefrom. Said option provides, inter alia, for Anaconda carrying out certain work on the mining claims and prior to October 1, 1967 electing whether or not it desires to bring the mining claims into production. The Company also acquired in July, 1964, at a staking cost of \$3,600, 18 certain mining claims located in the Township of Whiteside, in the Timmins area of the Province of Ontario, which mining claims are known as mining claims numbers P71493 to P71510, both inclusive, and further acquired in July, 1964, at a staking cost of \$1,500, 30 certain mining claims located in the Township of Enid, in the said Timmins area of Ontario, which 30 mining claims are known as mining claims numbers 125588 to 125605, both inclusive, and 125607 and 125618, both inclusive.										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company does not propose to purchase any property or other assets at this time.										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	The only shares of the capital stock of the Company held in escrow or in pool are 180,000 shares of the Company registered in the name of Paul H. McCloskey, 15 Kingsway Crescent, Toronto 18, Ontario, and held in escrow by Canada Permanent Trust Company, 253 Bay Street, Toronto 1, Ontario, subject to release or transfer within the escrow, only with the written consent of the directors of the Company, the Toronto Stock Exchange, the Vancouver Stock Exchange, and the Superintendent of Brokers of British Columbia.										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Paul H. McCloskey, aforesaid, is the sole owner of the aforesaid 180,000 escrowed shares of the Company.										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tbody> <tr> <td>KAMM, GARLAND & CO. LTD., 38 King Street West, Toronto 1, Ontario.</td> <td>331,006</td> </tr> <tr> <td>JAMES RICHARDSON & SONS, 173 Portage Avenue East, Winnipeg 2, Manitoba.</td> <td>45,276</td> </tr> <tr> <td>WATT & WATT, 6 Jordan Street, Toronto, Ontario.</td> <td>35,275</td> </tr> <tr> <td>DONERTY, ROADHOUSE & MCCUAIG BROS., 330 Bay Street, Toronto 1, Ontario.</td> <td>21,925</td> </tr> <tr> <td>ROSS KNOWLES & CO. LTD., 25 Adelaide Street West, Toronto, Ontario.</td> <td>14,000</td> </tr> </tbody> </table> <p>The Company is advised that Kamm, Garland and Co. Ltd., aforesaid holds 331,006 of those shares registered in its name as nominee for Paul H. McCloskey, aforesaid. The Company has no knowledge as to whether or not any of the other above-mentioned shareholders are the beneficial owners of the shares registered in their names.</p>	KAMM, GARLAND & CO. LTD., 38 King Street West, Toronto 1, Ontario.	331,006	JAMES RICHARDSON & SONS, 173 Portage Avenue East, Winnipeg 2, Manitoba.	45,276	WATT & WATT, 6 Jordan Street, Toronto, Ontario.	35,275	DONERTY, ROADHOUSE & MCCUAIG BROS., 330 Bay Street, Toronto 1, Ontario.	21,925	ROSS KNOWLES & CO. LTD., 25 Adelaide Street West, Toronto, Ontario.	14,000
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ROSS KNOWLES & CO. LTD., 25 Adelaide Street West, Toronto, Ontario.	14,000										

This is Schedule "A" to the Filing Statement
of Western Surf Inlet Mines Limited (Non-
Personal Liability) dated September 4, 1964.

The Company has entered into an Underwriting and Option Agreement dated September 2, 1964, with Bongard & Company, 25 Adelaide Street West, Toronto 1, Ontario, (Bongard) acting as agent only on behalf of Matachewan Consolidated Mines Limited, Room 901, 159 Bay Street, Toronto, Ontario, as to 90%, and on behalf of Hellens Management and Development Company Limited, Room 901, 159 Bay Street, Toronto 1, Ontario, and Oliver Severn Gold Mines Limited, Room 911, 85 Richmond Street West, Toronto 1, Ontario, as to 5% each, whereby, subject to the Toronto Stock Exchange accepting for filing on or before September 24, 1964 (i) notice of the said Underwriting and Option Agreement and (ii) this Filing Statement, the Company has agreed to sell to Bongard and Bongard has agreed to purchase from the Company, forthwith after the effective date of the said Underwriting and Option Agreement, 200,000 shares of the capital stock of the Company at the price of $17\frac{1}{2}$ ¢ per share, and in consideration thereof and subject thereto, the Company has granted to Bongard the sole and exclusive right and option to purchase from the Company 800,000 shares of the capital stock of the Company at the prices and upon the terms following:-

- (a) all or any part of 200,000 shares to be taken up and paid for in full at the price of $17\frac{1}{2}$ ¢ per share within 90 days of the effective date of this Agreement;
- (b) all or any part of 200,000 shares to be taken up and paid for in full at the price of $22\frac{1}{2}$ ¢ per share within 180 days of the effective date of this Agreement;
- (c) all or any part of 200,000 shares to be taken up and paid for in full at the price of $32\frac{1}{2}$ ¢ per share within 270 days of the effective date of this Agreement; and
- (d) all or any part of 200,000 shares to be taken up and paid for in full at the price of $42\frac{1}{2}$ ¢ per share within 360 days of the effective date of this Agreement.

The effective date of the Agreement shall be the date upon which the Company shall receive from the Toronto Stock Exchange (i) notice of accepting for filing of the Agreement and (ii) notice of accepting for filing of this Filing Statement.

Bongard & Company has advised the Company that A. D. Hellens, 27 Hill Crescent, Scarborough, Ontario, Mining Engineer, is the only person who holds more than a 5% interest in Hellens Management and Development Company Limited.

The Company and Oliver Severn Gold Mines Limited are each public companies and it is impractical to list the names of persons or corporations holding more than 5% of the outstanding shares of either of said companies.

FINANCIAL STATEMENTS

WESTERN SURF INLET MINES LIMITED
(Non-Personal Liability)
 (Incorporated under the laws of British Columbia)

BALANCE SHEET

August 31, 1964.

ASSETS

Cash	\$ 1,408.96
Marketable Securities:	
Common Stocks at Cost (Market Value \$64,325.00)	65,997.73
Investments in common shares of Sunset Yellowknife Mines Limited, at cost (Note)	
Mines Limited, at cost (Note)	45,548.46
Deferred Development and mine re-opening expenses less amounts written off	
Deferred Development and mine re-opening expenses less amounts written off	310,258.88
Capital Expenditures:	
Property, at value placed on shares issued therefor	\$ 50,000.00
Buildings and equipment at cost (including value of \$100,000.00 placed on shares issued for original acquisition)	\$ 149,066.16
Less depreciation accumulated to November 30, 1942.	50,615.24 98,450.92
Mining Claims, at cost (including value of \$50,000. placed on shares issued therefor)	67,400.00
	215,850.92
	\$ 639,064.95

LIABILITIES

Bank Loan	\$ 4,600.00
Accounts Payable	1,500.00
<hr/>	
	6,100.00

Shareholders' equity:

Capital stock -	
Authorized 3,000,000 Class A common shares with a par value of 50¢ each	
Issued 1,737,500 shares	\$ 726,267.00
Surplus arising on reduction of share capital on April 13, 1959.	127,957.88
Deficit	\$ 854,224.88
	221,259.93 632,964.95

Note - Shares of Sunset Yellowknife Mines Limited are not listed on any stock exchange and there was no market value for these at August 31, 1964. The chief assets of the company consist of mining claims and deferred development and exploration expenses the economic value of which it is difficult to determine.

Approved

Director	<u>P.H. Wherry</u>	Director	<u>R. Falun</u>
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WESTERN SURF INLET MINES LIMITED
(Non-Personal Liability)

STATEMENT OF PROFIT AND LOSS AND DEFICIT
FOR THE TEN MONTHS ENDED AUGUST 31, 1964

Revenue:

Gain on sale of Investments	\$ 1,793.59
Interest	116.86
Dividends	<u>1,134.50</u>
	\$ 3,044.95

Expenses:

Legal and Audit	\$ 700.00
Office and Corporate	2,561.93
Licenses and Taxes	<u>1,259.35</u>
	4,521.28
Net Loss for the period	\$ 1,476.33
Deficit October 31, 1963	<u>219,783.60</u>
Deficit August 31, 1964	\$ 221,259.93

STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE TEN MONTHS ENDED AUGUST 31, 1964

Uses of Funds:

Net Loss for the period	\$ 1,476.33
Expenditures on Deferred Development	1,839.55
Purchase of Claims	<u>5,100.00</u>
	\$ 8,415.88

Sources of Funds:

Partial realization of Investment in Sunset Yellowknife Mines Limited	<u>438.80</u>
Decrease in working funds	\$ 7,977.08

Approved

Director

P.W. Whaley

Director

Owful

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.

Paul H. McCloskey, aforesaid, through his shareholdings in the Company, is in a position to materially affect control of the Company.

17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.

INVESTMENTS

as at

August 31, 1964

No. of Shares	Company	Cost	Cost per Share	Bid Price per Share Aug. 31, 1964	Market Value Aug. 31, 1964
300	The British American Oil Company Limited	\$ 9,555.00	\$31.85	\$34.875	\$ 10,462.50
50	Canadian Imperial Bank of Commerce	3,235.00	64.70	68.50	3,425.00
300	Hollinger Consolidated Gold Mines Limited	7,479.36	24.9311	25.75	7,725.00
300	Kerr Addison Mines Limited	3,113.20	10.37	7.05	2,115.00
5,000	Madsen Red Lake Gold Mines Limited	10,000.00	2.00	2.00	10,000.00
283,500	Matachewan Consolidated Mines Limited	28,487.50	.10048	.085	24,097.50
10,000	Silvermaque Mining Limited	1,502.67	.15	.125	1,250.00
3,500	Voyager Explorations Limited	2,625.00	.75	1.50	5,250.00
TOTAL COST		\$65,997.73			\$ 64,325.00

Shares for which there is no quoted market

No. of Shares	Cost
904,033	Sunset Yellowknife Mines Limited \$ 45,201.65
200,000	Surf Inlet Power Co. Ltd. 499.16

18. Brief statement of any lawsuits pending or in process against company or its properties.

There are no lawsuits pending or in process against the Company or its properties.

19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.

There are no material contracts entered into by the Company which are still in effect and which are not disclosed in the foregoing.

20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.

- (a) This Statement is filed pursuant to the rules and regulations of the Toronto Stock Exchange in respect to the matters referred to in Item 1 above, which the Company understands to be classed as a "material change".
- (b) On acceptance for filing by the Toronto Stock Exchange of this Filing Statement, the shares of the Company will be in the course of primary distribution to the public.
- (c) There are no other relevant material facts.

CERTIFICATE OF THE COMPANY DATED September 4, 1964.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"P.H. McCloskey" By P.H. McCloskey WESTERN SURF INLET MINES LIMITED
"D.W. Falconer" And D.W. Falconer Non-Personal Liability CORPORATE
CERTIFICATE OF UNDERWRITER OR OPTIONEE Director

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

BONGARD & COMPANY

"D.S. Bongard" By D.S. Bongard